

# **TMM, Inc.**

## **QUARTERLY REPORT June 30, 2017**

**Quarterly Report filed August 15, 2017**

## TMM, INC.

### 1. Name of Issuer and its predecessors

TMM, Inc.	Name changed as of April 1, 1991
Randy Jackson Entertainment Corporation	Name changed as of November 9, 1988
Lignonier Party Bookings, Inc.	Incorporated on October 08, 1986

### 2. Address of issuer's principal executive offices

#### Company Headquarters

2419 Kirkwood Highway  
Wilmington, DE 18805  
Tel: 1 302 476-2288  
Email: [info@tmmi.us](mailto:info@tmmi.us)  
Fax: 1 302 654-5777  
Website: tmmi.us

IR Contact: None

### 3. Security Information

Trading symbol: TMMI

Common shares outstanding: 331,846,450  
Preferred Shares Outstanding: 1,810,000

CUSIP: 87258Q 10 8  
Par Value Common: \$0.001  
Par Value Preferred: \$0.001  
Total Common Shares Authorized: 750,000,000 as of June 30, 2017  
Total Preferred Shares Authorized: 50,000,000 as of June 30, 2017

#### Transfer Agent

Nevada Agency and Transfer Company  
50 West Liberty Street, Suite 880  
Reno NV 89501  
775 322-0626

Is the Transfer Agent Registered under the Exchange Act? Yes X No \_\_\_

List any restriction on the transfer of security:

The transfer of the Company's common stock and preferred stock is subject to restrictions under the securities laws. No restrictions are provided on transfer of shares in the Company's by-laws.

Describe any trading suspensions orders issued by the SEC in the past 12 months:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months

None

#### 4. Issuance History

##### Offerings of Securities

- A. The Nature of each offering:

Private Placement

- B. Any jurisdictions where offering was registered:

None

- C. The number of shares offered:

In the last two fiscal years ending December 31, 2016 and to March 31, 2017 for this Quarterly Report, the Issuer entered into five share issues with four Unit Placements and offered a total of 44,437,500 Units (with each Unit consisting of one common share and one share purchase warrant) and 17,338,750 shares. In addition, as set forth in Section G, the Issuer issued a total of 39,550,000 options in the last two fiscal years ending December 31, 2015 and September 30, 2016 for this Quarterly Report, as set forth in Section G.

- D. The number of shares sold:

The Issuer sold a total of 47,776,250 Units (with each Unit consisting of one common share and one share purchase warrant) and issued a total of 32,600,000 options.

- E. The price at which the shares were offered, and the amount actually paid to the issuer.

In all cases, the price at which the shares were offered was the actual price paid and is detailed in Section G.

- F. The trading status of the shares: and

Restricted Shares

- G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Yes

- i. The company initiated a private placement stock subscription in August 2014 for 5,900,000 units as part of a \$0.10 Unit Offering which each unit consisted of one common share and one share purchase warrant. The exercise price of a warrant is \$0.15 and the right to exercise expiration date is December 31, 2019.
- ii. The company initiated a private placement stock subscription in January 2015 for 11,200,000 units as part of a \$0.05 Unit Offering which each unit consisted of one common share and one share purchase warrant. The exercise price of a warrant is \$0.08 and the right to exercise

- expiration date is December 31, 2019.
- iii. The company initiated a private placement stock subscription in April 2015 for 2,937,500 units as part of a \$0.08 Unit Offering which each unit consisted of one common share and one share purchase warrant. The exercise price of a warrant is \$0.12 and the right to exercise expiration date is December 31, 2019.
  - iv. The company initiated a private placement stock subscription in January 2015 for 11,200,000 units as part of a \$0.05 Unit Offering which each unit consisted of one common share and one share purchase warrant. The exercise price of a warrant is \$0.08 and the right to exercise expiration date is December 31, 2019.
  - v. The company initiated a private placement stock subscription in April 2015 for 2,937,500 units as part of a \$0.08 Unit Offering which each unit consisted of one common share and one share purchase warrant. The exercise price of a warrant is \$0.12 and the right to exercise expiration date is December 31, 2019.
  - vi. The company initiated a private placement stock subscription in June 2015 for 8,200,000 units as part of a \$0.05 Unit Offering which each unit consisted of one common share and one share purchase warrant. The exercise price of a warrant is \$0.075 and the right to exercise expiration date is December 31, 2019.
  - vii. The company initiated a private placement stock subscription in September 2015 for 8,100,000 units as part of a \$0.05 Unit Offering which each unit consisted of one common share and one share purchase warrant. The exercise price of a warrant is \$0.075 and the right to exercise expiration date is December 31, 2019. The financing closed in February 2016.
  - viii. The Company issued 17,338,750 shares in April 2016 at \$0.02 per share to individuals and companies who had contributed funds and services prior to 2011 as disclosed in Notes 4 and 7 of the attached Financial Statement.
  - ix. The Company has issued 32,600,000 options at an exercise price of \$0.06, \$0.07, \$0.08, \$0.10, and \$0.16 in 2015. The right to exercise expiration date has been set at August 8, 2017 and December 31 and 2019.

#### **Share Issuance January 1, 2015 to December 31, 2015**

<b>Date</b>	<b>Type</b>	<b>Name Issued</b>	<b>Beneficial Owner/Control Person</b>	<b>Price Per Share</b>	<b>Number Issued</b>
2/9/2015	PP	Henle, Tina		\$0.10	250,000
2/9/2015	PP	Peckerman, Bruce M		\$0.10	100,000
2/9/2015	PP	Wiggins, David S		\$0.10	3,000,000
2/9/2015	PP	Wright, Charles F		\$0.10	2,000,000
2/9/2015	PP	Wright, Andrew S		\$0.10	500,000
6/24/2015	PP	Hallinan, Charles M		\$0.05	1,500,000
6/24/2015	PP	Hawthorne Energy Company	Edward Hesher	\$0.05	100,000
6/24/2015	PP	Hesher, Edward H		\$0.05	100,000
6/24/2015	PP	Neff, Carol D		\$0.05	1,000,000
6/24/2015	PP	Neff, Garrett W		\$0.05	500,000
6/24/2015	PP	Neff, Wheeler K		\$0.05	1,000,000
6/24/2015	PP	Peckerman, Bruce M		\$0.05	500,000

6/24/2015	PP	Wiggins, David S		\$0.05	2,500,000
6/24/2015	PP	Wiggins, David S		\$0.05	1,000,000
6/24/2015	PP	Wright, Charles F		\$0.05	3,000,000
9/3/2015	PP	Hallinan, Charles M.		\$0.08	1,000,000
9/3/2015	PP	Peckerman, Bruce M		\$0.08	312,500
9/3/2015	PP	Wiggins, Davis		\$0.08	1,000,000
9/3/2015	PP	Wright, Charles F		\$0.08	625,000
12/1/2015	PP	Hallinan, Charles M		\$0.05	1,500,000
12/1/2015	PP	Neff, Carol D		\$0.05	1,200,000
12/1/2015	PP	Wiggins, David S		\$0.05	2,000,000
12/1/2015	PP	Wiggins, David S		\$0.05	1,500,000
12/1/2015	PP	Wright, Charles F		\$0.05	2,000,000
02/29/2016	PP	Castillo, George		\$0.05	1,000,000
02/29/2016	PP	DeRoma, Leonard J		\$0.05	500,000
02/29/2016	PP	Henle, Tina		\$0.05	200,000
02/29/2016	PP	Peckerman, Bruce M		\$0.05	2,000,000
02/29/2016	PP	Wiggins, David S		\$0.05	400,000
02/29/2016	PP	Wright, Jr Charles F		\$0.05	1,000,000
02/29/2016	PP	Wright, Jr Charles F		\$0.05	1,000,000
02/29/2016	PP	Wright, Charles F		\$0.05	2,000,000
04/07/2016	PP	Dumoulin, Terri		\$0.02	2,000,000
04/07/2016	PP	Ford, Adam		\$0.02	250,000
04/07/2016	S	International Royalties		\$0.02	520,000
04/07/2016	S	International Royalties		\$0.02	1,647,500
04/07/2016	S	International Royalties		\$0.02	1,921,250
04/07/2016	S	International Royalties		\$0.02	1,700,000
04/07/2016	S	International Royalties		\$0.02	2,050,000
04/07/2016	PP	Montagliani, Concezio		\$0.02	6,000,000
04/07/2016	S	Schoustal, Walter		\$0.02	1,000,000
04/07/2016	PP	Azzolini, John		\$0.02	250,000
11/22/2016	RTT	Investors Pipeline.net			6,250,000

#### Legend

Symbol	Description
PP	Private Placement
S	Services
W	Warrants Exercised
OPT	Options Exercised
FF	Finder's Fee
CP	Converted Preferred
LS	Legal Settlement
RTT	Returned to Treasury

## Share Purchase Options Granted For Services

OPTION HOLDERS	CONTROL PERSON	GRANTED	GRANT DATE	EXPIRY DATE	EXERCISE \$
Gerard Cavanaugh		1,500,000	18-Oct-11	31-Dec-19	\$0.02
Stan Ford		6,000,000	18-Oct-11	31-Dec-19	\$0.02
Nell Hamlon		300,000	18-Oct-11	31-Dec-19	\$0.02
Michael Kozole		1,500,000	18-Oct-11	31-Dec-19	\$0.02
Wheeler Neff		2,000,000	18-Oct-11	31-Dec-19	\$0.02
Angelia Tai		2,000,000	18-Oct-11	31-Dec-19	\$0.02
David Wiggins		6,000,000	18-Oct-11	31-Dec-19	\$0.02
Alan Sloan		2,000,000	21-Nov-11	31-Dec-19	\$0.02
		<b>21,300,000</b>			
				31-Dec-19	
Howard Lipman		500,000	23-Feb-12	31-Dec-19	\$0.04
Alan Sloan		1,000,000	1-May-12	31-Dec-19	\$0.10
Charles Hallinan		2,000,000	1-May-12	31-Dec-19	\$0.10
Charles Wright		2,000,000	1-May-12	31-Dec-19	\$0.10
Brian Murray		300,000	1-Jun-12	31-Dec-19	\$0.10
Howard Lipman		500,000	1-Sep-12	31-Dec-19	\$0.10
Garrett Brown		2,000,000	12-Sep-12	31-Dec-19	\$0.10
Mung Chiang		2,000,000	12-Sep-12	31-Dec-19	\$0.10
Richard Fox		1,000,000	12-Sep-12	31-Dec-19	\$0.10
		<b>11,300,000</b>			
Gerard Cavanaugh		1,000,000	17-Oct-12	31-Dec-19	\$0.10
Leonard DeRoma		1,750,000	17-Oct-12	31-Dec-19	\$0.10
Stan Ford		5,000,000	17-Oct-12	31-Dec-19	\$0.10
Michael Kozole		500,000	17-Oct-12	31-Dec-19	\$0.10
Wheeler Neff		1,000,000	17-Oct-12	31-Dec-19	\$0.10
Angelia Tai		1,000,000	17-Oct-12	31-Dec-19	\$0.10
David Wiggins		5,000,000	17-Oct-12	31-Dec-19	\$0.10
Wildwood Capital LLC	Lenny DeRoma	250,000	17-Oct-12	31-Dec-19	\$0.10
Thomas Mackie		1,000,000	20-Nov-12	31-Dec-19	\$0.10
Kelly Ann Swift		500,000	20-Nov-12	31-Dec-19	\$0.10
Kerry Polite		100,000	29-Nov-12	31-Dec-19	\$0.10
Brian Mullins		100,000	30-Nov-12	31-Dec-19	\$0.10
International Royalties Corp	Stanley Ford	900,000	1-Dec-12	31-Dec-19	\$0.10
		<b>18,100,000</b>			
Cavanaugh, Gerard		1,500,000	1-Aug-13	31-Dec-19	\$0.10
Ford, Stan		2,000,000	1-Aug-13	31-Dec-19	\$0.10

Kozole, Michael		250,000	1-Aug-13	31-Dec-19	\$0.10
Neff, Wheeler		1,000,000	1-Aug-13	31-Dec-19	\$0.10
ShareHolders Solutions, Inc.	Michael Barber	2,000,000	1-Aug-13	31-Dec-19	\$0.10
Tai, Angelia		500,000	1-Aug-13	31-Dec-19	\$0.10
Taylor, Cameron		500,000	1-Aug-13	31-Dec-19	\$0.10
Wiggins, David		2,000,000	1-Aug-13	31-Dec-19	\$0.10
		<b>9,750,000</b>			
Kabbash, Mark		100,000	8-Aug-14	8-Aug-17	\$0.10
Cavanaugh, Gerard		1,000,000	12-Mar-14	31-Dec-19	\$0.14
Wildwood Capital LLC	Lenny DeRoma	1,000,000	12-Mar-14	31-Dec-19	\$0.14
Ford, Stan		1,000,000	24-Mar-14	31-Dec-19	\$0.16
Tai, Angelia		1,000,000	24-Mar-14	31-Dec-19	\$0.16
Bello, Deborah		300,000	24-Mar-14	31-Dec-19	\$0.16
International Royalties Corp	Stanley Ford	1,400,000	24-Mar-14	31-Dec-19	\$0.16
Schilowitz, Ted		500,000	14-Mar-14	31-Dec-19	\$0.15
Siracusano, Lou		500,000	14-Mar-14	31-Dec-19	\$0.15
		<b>6,800,000</b>			
Cavanaugh, Gerard V.		3,000,000	4-Mar-15	31-Dec-19	\$0.10
Tai, Angelia		3,000,000	4-Mar-15	31-Dec-19	\$0.10
Tai, Kenneth		1,000,000	4-Mar-15	31-Dec-19	\$0.10
International Royalties Corp	Stanley Ford	4,850,000	13-Aug-15	31-Dec-19	\$0.16, \$0.10 \$0.07
Tai, Kenneth		1,000,000	13-Aug-15	31-Dec-19	\$0.07
Cavanaugh, Gerard V.		3,000,000	27-Aug-15	31-Dec-19	\$0.08
Ford, Stan		1,000,000	27-Aug-15	31-Dec-19	\$0.08
Kozole, Michael		500,000	27-Aug-15	31-Dec-19	\$0.08
Wheeler Neff		4,000,000	27-Aug-15	31-Dec-19	\$0.08
Wiggins, David S.		4,000,000	27-Aug-15	31-Dec-19	\$0.08
Tai, Angelia		4,500,000	27-Aug-15	31-Dec-19	\$0.08
Cavanaugh, Gerard V.		500,000	27-Aug-15	31-Dec-19	\$0.08
Hallinan, Charles M.		1,000,000	08-Sept-15	31-Dec-19	\$0.06
Wright, Charles F.		1,000,000	08-Sept-15	31-Dec-19	\$0.06
Tai, Kenneth		250,000	08-Sept-15	31-Dec-19	\$0.06
		<b>32,600,000</b>			

## 5. Financial Statements

Financial Statement for the Quarter ended June30, 2017 is attached herewith this annual report as Exhibit A.

## 6. Describe the Issuer's Business, Product

A. MTT Visions was founded by Phillip Taylor Kramer as a privately-owned California Corporation. In the early 1990's the Company developed, integrated, licensed and distributed video compression and decompression (codec) software for CD-ROM Publishers and Multimedia Developers. MTT Visions merged with Randy Jackson Entertainment Corp. and changed its name to TMM, Inc.

In March 1993, the Company signed an agreement with Iterated Systems Inc. whereby the Company received, accepted and paid in full for the VDK 1.0 to VDK 1.4 fractal video compression source code and software. Such codec versions are the wholly owned property of TMM, Inc.

By 1998, TMM, Inc. had emerged from bankruptcy and retained its worldwide rights to such fractal based codec. In August 2001 TMM, Inc. entered into an agreement with Digital Focus, Inc. ("DFI") to acquire all the outstanding shares of DFI. In 2008, TMM, Inc. was able to issue 11,500,000 preferred shares for the shareholders of DFI. In June 2012, TMM, Inc. consummated this agreement with an exchange of shares.

TMM, Inc. worked to develop the VDK 1.0 to 1.9 and VDK 2.1 codec by reorganizing the codec and converting it from a DOS based to a Microsoft Media Foundation based codec. In recent months, TMM, Inc. completed development of new proprietary algorithms for its new compression and scaling products.

B. The issuer is a corporation, incorporated in the State of Nevada on October 8, 1986.

C. The Company's primary SIC classification is 7371 and the secondary SIC code is 7819.

D. The issuer's fiscal year end date is December 31.

E. Principal products or services, and their markets: TMM, Inc. is a software company, focused on research, product development, marketing and customer implementation. The company creates advanced proprietary digital video products and is going to market with both Commercial Off-The-Shelf Software (COTS) and adaptive Custom Engineering Solutions based on User Defined Requirements (UDRs). With global video usage relentlessly expanding, there is immediate demand for more than one solution to the crowded content distribution highway and more efficient image management.

The Company's compression product TRUDEFTM Video Codec and COTS/scaling products are based



on proprietary algorithms, developed solely by the Company for professionals in a variety of industries.

The Company markets a portfolio of COTS, ready-to-use software, compatible with all popular video codecs, which COTS include:

- A real-time scaler by which users can playback low-resolution video at higher resolution instantly with no increase in file size;
- A video-scaler which is a resolution conversion tool that permanently converts video from a lower resolution to produce RAW digital video from any popular codec at 2x, 3x and 4x its original resolution;
- An Iso-Zoom tool that gives users picture-in-picture magnification capabilities of 2x, 4x and 8x zoom control and works with any popular codecs and gives users control in active video zoom or individual stop-action frames; and
- A workflow solution tool that selectively reduces file size within any video frame without sacrificing visual quality of focal points and by which users can reduce overall file size of video by an additional 35-40%.

## **7. Describe the Issuer's Facilities**

The Issuer's principal administrative office is in Delaware at the address of 2419 Kirkwood Highway Wilmington, DE 18805. The Issuer does not own or lease any properties.

## **8. Officers, Directors, and control persons:**

### **A. Names of Officers and directors and Control Persons:**

Paul Healy, Chief Executive Officer, President and Director

Michael K. Kozole, Chief Financial Officer, Secretary, Treasurer and Director

Stanley R. Ford, Assistant Secretary and Director

Pat Arcadipane, Director

Leonard J. DeRoma, Director

### **B. Legal/disciplinary: Neither of the above persons has, in the last five years, been the subject of:**

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violation and other minor offenses;
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodities Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has been reversed, suspended, vacated; or

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Beneficial Shareholders.

List of the name, address and shareholding or percentage of shares owned by all persons (including corporate) that own 10% or more of shares issued  
None

## 9. Third Party Providers

Legal Counsel

Medveckus, Michael Jon  
Blank Rome LLP  
One Logan Square 130 North 18th Street  
Philadelphia, PA 19103-6998  
Tel: 215.569.5335  
Email: [Medveckus@BlankRome.com](mailto:Medveckus@BlankRome.com)

Auditor

David J. Cutler Principal  
Cutler & Co., LLC  
12191 W. 64th Avenue Suite 205 B  
Arvada, CO 80004  
Tel: 303 888-2082  
Email: [d.cutler@cutlerandcoco.com](mailto:d.cutler@cutlerandcoco.com)

Legal Counsel

Ortoli | Rosenstadt LLP  
501 Madison Avenue, 14th Floor  
New York, NY 10022-5616  
General 212.588.0022  
[wsr@ortolirosenstadt.com](mailto:wsr@ortolirosenstadt.com)

## 10. Issuer Certification

I, Paul Healy, certify that:

1. I have reviewed this Quarterly Report of TMM, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 15, 2017

/s/ Paul Healy

Paul Healy, President

I, Michael K. Kozole, certify that:

1. I have reviewed this Quarterly Report of TMM, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 15, 2017

/s/ Michael K. Kozole

Michael K. Kozole, Chief Financial Officer

# **Exhibit A**

## **Financial Statements**